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RECORDATION NO.

7723-F
FILED 1425

DEC 28 1989 - 1 12 PM

INTERSTATE COMMERCE COMMISSION December 28, 1989

9-362A069

Recordation No. 7723-F

\$15.00 filing fee

Dear Mrs. McGee:

On behalf of First Pennsylvania Bank, N.A., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a primary document, not previously recorded, entitled Termination of Lease made as of December 28, 1989.

The party to the enclosed Termination of Lease is:

First Pennsylvania Bank, N.A. - Releasing Party

as Trustee under a Trust Agreement with:

(i) The Philadelphia National Bank and

(ii) Fidelity Bank, N.A., N.J.

c/o The Philadelphia National Bank

Leasing Department

FCI-7-55

P. O. Box 8377

Philadelphia, PA 19101-8377

The said Termination of Lease acts to terminate completely on December 28, 1989 that certain Lease of Railroad Equipment recorded with the Interstate Commerce Commission ("ICC") under Recordation No. 7723-B as to those twenty (20) GP-39-2 2300 h.p. General Purpose Diesel Electric Locomotives subject thereto, and at 11:59 p.m. on December 31, 1989 as to the remaining ten (10) MP-15 Locomotives, thus terminating totally as of that date the said Lease of Railroad Equipment. The Termination of Lease should be recorded under the next available letter designation under Recordation No. 7723, which we believe will be -F.

A short summary of the document to appear in the ICC Index is as follows:

DEC 28 1 12 PM '89

Counterparts - 48

- 2 -

"Terminations as to units covered by Lease of Railroad Equipment under 7723-B."

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart of the Termination of Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
First Pennsylvania Bank, N.A.

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

12/28/89

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
2445 M Street, N. W.
Washington, D. C. 20037-1429

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/89 at 1:15PM , and assigned recordation number(s). 7723-F

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s) .

7723-F
TERMINATION OF LEASE

REC 20 1989

NOTARIAL PUBLIC

THIS TERMINATION OF LEASE is made as of the 28th day of December, 1989, by First Pennsylvania Bank, N.A., trustee under a Trust Agreement with The Philadelphia National Bank and trustee under a Trust Agreement with First Fidelity Bank, N.A., N.J. (such trustee hereinafter referred to collectively as the "Vendee").

WHEREAS, Vendee entered into a lease of railroad equipment (the "Lease"), dated as of November 15, 1974, ICC Recordation Number 7723-B, with Andrew L. Lewis, Jr. and Joseph L. Castle, trustees of the property of Reading Company, Debtor, for the lease of thirty (30) locomotives (the "Equipment"); and

WHEREAS, the 20 GP-39-2 2300 h.p. General Purpose Diesel Electric Locomotives subject to the Lease are being sold on December 28, 1989 to the Delaware and Hudson Railway Company, and;

WHEREAS, the 10 MP-15 1500 h.p. Multi-Purpose Diesel Electric Locomotives subject to the Lease are not being sold until subsequent to the termination of the Lease; and

WHEREAS, pursuant to Section 4 of said Lease, the Lease terminates automatically on December 31, 1989; and

WHEREAS, Vendee desires to file this Termination of Lease on December 28, 1989 to become effective as to the 20 GP-

39-2 Locomotives on December 28, 1989 upon the filing of this Termination of Lease with the Interstate Commerce Commission and to become effective as to the 10 MP-15 Locomotives at 11:59 p.m. midnight on December 31, 1989.

NOW THEREFORE, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Lease is hereby declared terminated effective as to the 20 GP-39-2 Locomotives subject to the Lease on December 28, 1989 upon the filing of this Termination of Lease with the Interstate Commerce Commission.

2. The Lease is hereby declared terminated effective as to the 10 MP-15 Locomotives subject to the Lease as of 11:59 p.m. on December 31, 1989.

IN WITNESS WHEREOF, the Vendee hereto has caused this instrument to be executed in its corporate name by duly authorized officials, and its corporate seal to be hereunto

affixed, all as of the date first above written.

Attest:

[Signature]

[Seal]

Attest:

[Signature]

[Seal]

FIRST PENNSYLVANIA BANK, N.A.,
trustee for The Philadelphia
National Bank

By: *[Signature]*

FIRST PENNSYLVANIA BANK, N.A.,
trustee for First Fidelity
Bank, N.A., N.J.

By: *[Signature]*

ACKNOWLEDGMENT

STATE OF *Pennsylvania* :
COUNTY OF *Philadelphia* : SS.

On this 20th day of December, 1989, before me personally appeared, RICHARD HOJNOWSKI, to me personally known, who being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of First Pennsylvania Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Signature of Notary Public

My Commission Expires

NOTARIAL SEAL
LYNNE N. MCCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990

[SEAL]